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New York, New York 10016  
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Sean E. O'Donnell  
Stephen B. Selbst  
Steven B. Smith  
Christopher Carty

*Special Conflicts Counsel to the Official Committee of  
Unsecured Creditors of Sears Holdings Corporation, et al.*

**UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK**

----- X	
In re:	: Chapter 11
	:
SEARS HOLDINGS CORPORATION, <i>et al.</i> ,	: Case No. 18-23538 (RDD)
	:
Debtors <sup>1</sup>	: (Jointly Administered)
	:
	:
----- X	

**SEVENTEENTH MONTHLY FEE STATEMENT OF HERRICK, FEINSTEIN  
LLP FOR PROFESSIONAL SERVICES RENDERED AND DISBURSEMENTS  
INCURRED AS SPECIAL CONFLICTS COUNSEL TO THE OFFICIAL  
COMMITTEE OF UNSECURED CREDITORS FOR THE PERIOD OF  
APRIL 1, 2021 THROUGH APRIL 30, 2021**

<sup>1</sup> The Debtors in these chapter 11 cases, along with the last four digits of each Debtor's federal tax identification number, are as follows: Sears Holdings Corporation (0798); Kmart Holding Corporation (3116); Kmart Operations LLC (6546); Sears Operations LLC (4331); Sears, Roebuck and Co. (0680); ServiceLive Inc. (6774); A&E Factory Service, LLC (6695); A&E Home Delivery, LLC (0205); A&E Lawn & Garden, LLC (5028); A&E Signature Service, LLC (0204); FBA Holdings Inc. (6537); Innovel Solutions, Inc. (7180); Kmart Corporation (9500); MaxServ, Inc. (7626); Private Brands, Ltd. (4022); Sears Development Co. (6028); Sears Holdings Management Corporation (2148); Sears Home & Business Franchises, Inc. (6742); Sears Home Improvement Products, Inc. (8591); Sears Insurance Services, L.L.C. (7182); Sears Procurement Services, Inc. (2859); Sears Protection Company (1250); Sears Protection Company (PR) Inc. (4861); Sears Roebuck Acceptance Corp. (0535); Sears, Roebuck de Puerto Rico, Inc. (3626); SYW Relay LLC (1870); Wally Labs LLC (None); Big Beaver of Florida Development, LLC (None); California Builder Appliances, Inc. (6327); Florida Builder Appliances, Inc. (9133); KBL Holding Inc. (1295); KLC, Inc. (0839); Kmart of Michigan, Inc. (1696); Kmart of Washington LLC (8898); Kmart Stores of Illinois LLC (8897); Kmart Stores of Texas LLC (8915); MyGofer LLC (5531); Sears Brands Business Unit Corporation (4658); Sears Holdings Publishing Company, LLC. (5554); Sears Protection Company (Florida), L.L.C. (4239); SHC Desert Springs, LLC (None); SOE, Inc. (9616); StarWest, LLC (5379); STI Merchandising, Inc. (0188); Troy Coolidge No. 13, LLC (None); BlueLight.com, Inc. (7034); Sears Brands, L.L.C. (4664); Sears Buying Services, Inc. (6533); Kmart.com LLC (9022); SHC Licensed Business LLC (3718); SHC Promotions LLC (9626); Sears Brands Management Corporation (5365); and SRE Holding Corporation (4816). The location of the Debtors' corporate headquarters is 3333 Beverly Road, Hoffman Estates, Illinois 60179

Name of Applicant:	Herrick, Feinstein LLP
Authorized to Provide Professional Services To:	Special Conflicts Counsel to the Official Committee of Unsecured Creditors of Sears Holdings Corporation, <i>et al.</i>
Date of Retention:	March 22, 2019 <i>nunc pro tunc</i> to January 2, 2019
Period for Which Compensation and Reimbursement Is Sought:	April 1, 2021 through April 30, 2021
Monthly Fees Incurred:	\$23,652.50
20% Holdback:	\$4,730.50
Total Compensation Less 20% Holdback:	\$18,922.00
Monthly Expenses Incurred:	\$114.00
Total Fees and Expenses Requested:	\$19,036.00

This is a   x   monthly        interim        final application

Herrick Feinstein LLP (“Herrick Feinstein”), special conflicts counsel to the Official Committee of Unsecured Creditors (the “Creditors’ Committee”) of Sears Holding Corporation and its affiliated debtors and debtors in possession (collectively, the “Debtors”), hereby respectfully submits this statement of fees and disbursements (the “Seventeenth Combined Monthly Fee Statement”) covering the period from April 1, 2021 through April 30, 2021 (the “Compensation Period”) in accordance with the *Order Authorizing Procedures for Interim Compensation and Reimbursement of Expenses of Professionals* (the “Interim Compensation Order”) [ECF No. 796]. By the Seventeenth Combined Monthly Fee Statement, and after taking into account certain voluntary discounts and reductions, Herrick Feinstein requests (a) interim allowance and payment of compensation in the amount of \$18,922.00 (80% of \$23,652.50) for fees on account of reasonable and necessary professional services rendered to the Creditors’

Committee by Herrick Feinstein, and (b) reimbursement of actual and necessary costs and expenses in the amount of \$114.00 incurred by Herrick Feinstein during the Compensation Period.

**FEES FOR SERVICES RENDERED  
DURING THE COMPENSATION PERIOD**

**Exhibit A** sets forth a timekeeper summary that includes the respective names, positions, department, bar admissions, hourly billing rates and aggregate hours spent by each Herrick Feinstein professional and paraprofessional that provided services to the Creditors' Committee during the Compensation Period. The rates charged by Herrick Feinstein for services rendered to the Creditors' Committee are the same rates that Herrick Feinstein charges generally for professional services rendered to its non-bankruptcy clients.

**Exhibit B** sets forth a task code summary that includes the aggregate hours per task code spent by Herrick Feinstein professionals and paraprofessionals in rendering services to the Creditors' Committee during the Compensation Period.

**Exhibit C** sets forth a complete itemization of tasks performed by Herrick Feinstein professional and paraprofessionals that provided services to the Creditors' Committee during the Compensation Period.

**EXPENSES INCURRED  
DURING THE COMPENSATION PERIOD**

**Exhibit D** sets forth a disbursement summary that includes the aggregate expenses, organized by general disbursement categories, incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

**Exhibit E** sets forth a complete itemization of disbursements incurred by Herrick Feinstein in connection with services rendered to the Creditors' Committee during the Compensation Period.

### **NOTICE AND OBJECTION PROCEDURES**

Notice of this Seventeenth Combined Monthly Fee Statement shall be given by hand or overnight delivery or email where available upon (i) Sears Holdings Corporation, 3333 Beverly Road, Hoffman Estates, Illinois 60179, Attention: Mohsin Y. Meghji ([email: mmeghji@miiipartners.com](mailto:mmeghji@miiipartners.com)); (ii) counsel to the Debtors, Weil, Gotshal & Manges LLP, 767 Eighth Avenue, New York, NY 10153, Attention: Ray C. Schrock ([email: ray.schrock@weil.com](mailto:ray.schrock@weil.com)), Jacqueline Marcus ([email: jacqueline.marcus@weil.com](mailto:jacqueline.marcus@weil.com)), Garrett A. Fail ([email: garrettlail@weil.com](mailto:garrettlail@weil.com)), and Sunny Singh ([email: sunny.singh@weil.com](mailto:sunny.singh@weil.com)); (iii) William K. Harrington, the United States Trustee, U.S. Federal Office Building, 201 Varick Street, Suite 1006, New York, NY 10014, Attention: Paul Schwartzberg ([e-mail: paul.schwartzberg@usdoj.gov](mailto:paul.schwartzberg@usdoj.gov)) and Richard Morrissey ([e-mail: richard.morrissey@usdoj.gov](mailto:richard.morrissey@usdoj.gov)); (iv) counsel to Bank of America, N.A., Skadden, Arps, Slate, Meagher & Flom LLP, 4 Times Square, New York, NY 10036, Attention: Paul D. Leake ([email: paul.leake@skadden.com](mailto:paul.leake@skadden.com)), Shana A. Elberg ([email: shana.elberg@skadden.com](mailto:shana.elberg@skadden.com)) and George R. Howard ([email: george.howard@skadden.com](mailto:george.howard@skadden.com)); (v) Paul E. Harner, fee examiner, 1675 Broadway, New York, NY 10019 ([e-mail: harnerp@ballardspahr.com](mailto:harnerp@ballardspahr.com)); (vi) counsel to the fee examiner, Ballard Spahr LLP, 1675 Broadway, New York, NY 10019, Attention: Vincent J. Marriott ([e-mail: marriott@ballardspahr.com](mailto:marriott@ballardspahr.com)) and Tobey M. Daluz ([e-mail: dalurt@ballardspahr.com](mailto:dalurt@ballardspahr.com)); and (vi) counsel to the Official Committee of Unsecured Creditors, Akin Gump Strauss Hauer & Feld LLP, One Bryant Park, New York, NY 10036, Attention: Philip C. Dublin ([email: pdublin@akingump.com](mailto:pdublin@akingump.com)), Ira S. Dizengoff ([email: idizengoff@akingump.com](mailto:idizengoff@akingump.com)) and Sara Lynne Brauner ([email: sbrauner@akingump.com](mailto:sbrauner@akingump.com)), (collectively, the “Notice Parties”).

Objections to this Seventeenth Combined Monthly Fee Statement, if any, must be filed with the Court and served upon the Notice Parties so as to be received no later than **June 17, 2021**

(the “Objection Deadline”), setting forth the nature of the objection and the amount of fees or expenses at issue (an “Objection”).

If no objections to this Seventeenth Combined Monthly Fee Statement are filed and served as set forth above, the Debtors shall promptly pay eighty percent (80%) of the fees and one hundred percent (100%) of the expenses identified herein.

If an objection to this Seventeenth Combined Monthly Fee Statement is received on or before the Objection Deadline, the Debtors shall withhold payment of that portion of this Seventeenth Combined Monthly Fee Statement to which the objection is directed and promptly pay the remainder of the fees and disbursements in the percentages set forth above. To the extent such an objection is not resolved, it shall be preserved and scheduled for consideration at the next interim fee application hearing to be heard by the Court.

*[Remainder of page left blank intentionally]*

Dated: New York, New York  
June 2, 2021

HERRICK FEINSTEIN LLP

By: /s/ Stephen B. Selbst  
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Stephen B. Selbst  
Steven B. Smith  
Christopher Carty  
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New York, NY 10016  
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*Special Conflicts Counsel to the Official  
Committee of Unsecured Creditors of Sears  
Holdings Corporation, et al.*

**Exhibit A**

**Timekeeper Summary**

<b>PARTNERS</b>	<b>DEPARTMENT</b>	<b>YEAR OF BAR ADMISSION</b>	<b>RATE</b>	<b>HOURS</b>	<b>AMOUNT</b>
Christopher W. Carty	Restructuring & Finance Litigation	2010	\$850.00	12.5	\$10,625.00
Sean O'Donnell	Restructuring & Finance Litigation	1998	\$1075.00	1.5	1,612.50
<b>Total Partners</b>				<b>14.0</b>	<b>\$12,237.50</b>
<b>COUNSEL</b>	<b>DEPARTMENT</b>	<b>YEAR OF BAR ADMISSION</b>	<b>RATE</b>	<b>HOURS</b>	<b>AMOUNT</b>
Kyle J. Kolb	Restructuring & Finance Litigation	2012	\$690.00	1.4	\$966.00
<b>Total Counsel</b>				<b>9.4</b>	<b>\$966.00</b>
<b>ASSOCIATES</b>	<b>DEPARTMENT</b>	<b>YEAR OF BAR ADMISSION</b>	<b>RATE</b>	<b>HOURS</b>	<b>AMOUNT</b>
Heather M. Zimmer	Restructuring & Finance Litigation	2017	\$475.00	1.0	\$475.00
Gabrielle Fromer	Restructuring & Finance Litigation	2018	\$460.00	2.3	\$1,058.00
<b>Total Associates</b>				<b>3.3</b>	<b>\$1,533.00</b>

<b>PARALEGALS/ NON- LEGAL STAFF</b>	<b>DEPARTMENT</b>	<b>RATE</b>	<b>HOURS</b>	<b>AMOUNT</b>
Linda Schepp	Restructuring & Finance Litigation	\$350.00	8.5	\$2,975.00
Larisa Poretsky	Litigation	\$410.00	14.1	\$5,781.00



<b>Total Paralegals/ Non-Legal Staff</b>			<b>36.7</b>	<b>\$8,756.00</b>
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<b>E-DISCOVERY &amp; LITIGATION SUPPORT SERVICES</b>	
<b>Project Management</b>	<b>\$160.00</b>

**EXHIBIT B**

**Task Code Summary**

<b>Task Code</b>	<b>HOURS</b>	<b>AMOUNT (\$)</b>
Fee/Employment Applications – B160	18.5	\$9,521.00
Other Contested Matters – B190	17.4	\$9,972.50
Joint Asserted Causes of Action	5.4	\$3,999.00
<b>Total</b>	<b>41.3</b>	<b>\$23,492.50</b>

**Exhibit C**

**Itemized Fees**



**HERRICK**

Official Committee of Unsecured Creditors of Sears Holdings  
Attn: Ron Tucker  
225 W. Washington Street  
Indianapolis, IN 46204

May 25, 2021  
Invoice Number: 546768  
Matter Number: 19609.0001  
Tax ID: 1662

Re: **Sears Bankruptcy**

Fees for legal services rendered through April 30, 2021 \$19,493.50

Expenses posted through April 30, 2021 107.10

**TOTAL** \$19,600.60

Unpaid balance from previous invoice(s) \$32,166.60

Total Due Now \$51,767.20

**INVOICE PAYMENT IS DUE UPON RECEIPT. THANK YOU.**

Kindly return this page with your check payment to:

Herrick, Feinstein LLP  
2 Park Avenue  
New York, NY 10016

Send wire payments to:

Citibank, N.A.  
ABA Number: 0089  
Account Number: 6165  
SWIFT #:



**HERRICK**

Invoice Number: 546768  
Matter Number: 19609.0001  
Page: 2

**LEGAL SERVICES RENDERED:**

<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
04/05/21	C. Carty	B190	Draft and revise memo to UCC regarding investigation.	3.10
04/05/21	S. O'Donnell	B190	Review and comment on memo.	1.50
04/06/21	L. Poretsky	B160	Assemble, redact, finalize and e-file Fifteenth Monthly Fee Statement; prepare for service and submit to Prime clerk for service.	1.20
04/07/21	L. Poretsky	B160	Review C. Carty e-mail re draft of the fourth fee application; Prepare and submit request to accounting for billing reports from November 2020 to February 2021.	0.40
04/08/21	C. Carty	B190	Revise draft investigation update memo.	1.10
04/08/21	L. Poretsky	B160	Draft fourth interim fee application.	2.20
04/08/21	L. Poretsky	B160	Analyze previously filed monthly statements to obtain information for the fourth fee application.	1.00
04/09/21	C. Carty	B160	Attention to draft interim fee application.	0.60
04/09/21	L. Poretsky	B160	Draft fourth fee application.	3.30
04/12/21	C. Carty	B160	Review and revise portions of interim fee application.	2.10
04/12/21	L. Poretsky	B160	Continue draft and revise fourth fee application.	4.00
04/13/21	C. Carty	B160	Revise draft interim fee application.	1.20
04/13/21	L. Poretsky	B160	Revise and finalize fourth fee application per C. Carty comments and circulate for review.	0.60
04/14/21	C. Carty	B160	Revise and finalize interim fee application.	0.50
04/14/21	L. Poretsky	B160	Proof read fourth fee application to ensure accuracy; prepare fourth fee application for filing and e-file; e-mail Prime Clerk copy of the filed application for service and discuss same.	1.40
04/26/21	L. Schepp	B190	Compile documents cited in UCC memorandum in preparation for attorney review.	3.80
04/27/21	K. Kolb	B190	Revise memorandum regarding investigation.	0.90
04/27/21	G. Fromer	B190	Review memorandum to UCC and email K. Kolb regarding the same.	0.20
04/27/21	G. Fromer	B190	Review discovery.	0.40
04/27/21	G. Fromer	B190	Proofread memorandum to UCC.	1.70
04/27/21	L. Schepp	B190	Finalize documents cited in UCC client memorandum.	4.30
04/28/21	K. Kolb	B190	Revise update memo to UCC regarding investigation.	0.40
			<b>TOTAL</b>	<b>\$19,493.50</b>



**HERRICK**

Invoice Number: 546768  
Matter Number: 19609.0001  
Page: 3

**LEGAL SERVICES SUMMARY**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Carty	8.60	850.00	7,310.00
G. Fromer	2.30	460.00	1,058.00
K. Kolb	1.30	690.00	897.00
S. O'Donnell	1.50	1,075.00	1,612.50
L. Poretsky	14.10	410.00	5,781.00
L. Schepp	8.10	350.00	2,835.00
<b>TOTAL</b>	<b>35.90</b>		<b>\$19,493.50</b>

**DISBURSEMENTS:**

	<u>AMOUNT</u>
E-Discovery Data Hosting	100.00
Pacer Charges	7.10
<b>TOTAL:</b>	<b><u>\$107.10</u></b>

**TASK SUMMARY**

<u>Task Code</u>	<u>Task Description</u>	<u>Hours</u>	<u>Amount</u>
B160	Fee/Employment Applications	18.50	9,521.00
B190	Other Contested Matters	17.40	9,972.50
<b>TOTALS</b>		<b>35.90</b>	<b>\$19,493.50</b>

**PREVIOUS BILLS OUTSTANDING**



Invoice Number: 546768  
Matter Number: 19609.0001  
Page: 4

<u>Invoice #</u>	<u>Invoice Date</u>	<u>Original Amount</u>	<u>Less Credits Applied</u>	<u>Balance</u>
356647	07/16/20	62,817.18	60,748.68	2,068.50
540575	12/14/20	31,940.28	28,618.48	3,321.80
541327	01/19/21	51,933.19	44,680.99	7,252.20
542957	02/24/21	38,059.70	32,230.60	5,829.10
544217	03/25/21	4,063.00	0.00	4,063.00
545915	04/30/21	9,632.00	0.00	9,632.00
Total Outstanding				\$32,166.60



**HERRICK**

Official Committee of Unsecured Creditors of Sears Holdings  
Attn: Ron Tucker  
225 W. Washington Street  
Indianapolis, IN 46204

May 25, 2021  
Invoice Number: 546769  
Matter Number: 19609.0002  
Tax ID: 1662

Re: **Jointly Asserted Causes of Action**

Fees for legal services rendered through April 30, 2021 \$4,159.00

Expenses posted through April 30, 2021 6.90

**TOTAL** \$4,165.90

Unpaid balance from previous invoice(s) \$498,071.86

Total Due Now \$502,237.76

**INVOICE PAYMENT IS DUE UPON RECEIPT. THANK YOU.**

Kindly return this page with your check payment to:

Herrick, Feinstein LLP  
2 Park Avenue  
New York, NY 10016

Send wire payments to:

Citibank, N.A.  
ABA Number: 0089  
Account Number: 6165  
SWIFT #:





**HERRICK**

Invoice Number: 546769  
Matter Number: 19609.0002  
Page: 2

**LEGAL SERVICES RENDERED:**

<u>DATE</u>	<u>NAME</u>	<u>TASK CODE</u>	<u>NARRATIVE</u>	<u>HOURS</u>
04/06/21	C. Carty	B190	Draft update for Litigation Designees on workstreams in connection with adversary proceeding and analyze issues related to same.	2.40
04/15/21	H. Zimmer	B190	Review document stipulation.	0.20
04/16/21	C. Carty	B190	Analyze documents produced in discovery in adversary proceeding.	0.50
04/16/21	H. Zimmer	B190	Review documents produced in adversary proceeding and confer with Chris Carty on same.	0.40
04/16/21	L. Schepp	B190	Discussion with H. Zimmer regarding various WLRK document productions.	0.40
04/19/21	C. Carty	B190	Correspondence regarding document sharing stipulation.	0.20
04/22/21	C. Carty	B190	Analyze hot document binders from document review.	0.80
04/22/21	K. Kolb	B190	Email regarding prior hot document summaries.	0.10
04/22/21	H. Zimmer	B190	Confer with Linda Schepp, Kyle Kolb, and Chris Carty concerning documents produced in adversary proceeding.	0.40
			<b>TOTAL</b>	<b>\$3,999.00</b>



**HERRICK**

Invoice Number: 546769  
Matter Number: 19609.0002  
Page: 3

**LEGAL SERVICES SUMMARY**

<u>Timekeeper</u>	<u>Hours</u>	<u>Rate</u>	<u>Amount</u>
C. Carty	3.90	850.00	3,315.00
K. Kolb	0.10	690.00	69.00
L. Schepp	0.40	350.00	140.00
H. Zimmer	1.00	475.00	475.00
<b>TOTAL</b>	<b>5.40</b>		<b>\$3,999.00</b>

**E-DISCOVERY & LITIGATION SUPPORT SERVICES**

Project Management	160.00
<b>TOTAL</b>	<b>\$160.00</b>

**TOTAL LEGAL SERVICES** **\$4,159.00**

**DISBURSEMENTS:**

	<u>AMOUNT</u>
Pacer Charges	6.90
<b>TOTAL:</b>	<b>\$6.90</b>

**PREVIOUS BILLS OUTSTANDING**

<u>Invoice #</u>	<u>Invoice Date</u>	<u>Original Amount</u>	<u>Less Credits Applied</u>	<u>Balance</u>
358158	08/24/20	114,394.47	91,935.87	22,458.60
538312	10/22/20	330,797.92	265,261.82	65,536.10
539161	11/12/20	221,704.24	177,615.54	44,088.70
540525	12/14/20	170,056.45	136,138.75	33,917.70
541328	01/19/21	106,056.50	0.00	106,056.50
542909	02/24/21	178,642.76	0.00	178,642.76
544218	03/25/21	25,950.00	0.00	25,950.00
545916	04/30/21	21,421.50	0.00	21,421.50
<b>Total Outstanding</b>				<b>\$498,071.86</b>

**Exhibit D**

**Disbursement Summary**

E-Discovery Data Hosting	\$100.00
Pacer Charges	\$114.00
<b>Total</b>	<b>\$114.00</b>

**Exhibit E**

**Itemized Disbursement**

Disbursement Detail

**Applied filterssss:** Client/Matter Filter: Official Committee of Unsecured Creditor (19609) Jointly Asserted Causes of Action (0002), Official Committee of Unsecured Creditor (19609) Sears Bankruptcy (0001), Transaction Date: From 2021-04-01 To 2021-04-30

Disbursement ID	Client/Matter	Transaction Date	Disb Code	Quantity	To Bill Amount	Phase/Task	Narrative	Bill Number	Base Quantity	Billed Quantity	Base Amount	Billed Amount	Posted Period	Billed Period	Bill Date
9244826	Official Committee of Unsec Sears Bankruptcy (0001)	4/7/2021	Pacer charges (074)	1	\$7.10	Expenses Only (EXP.EXP) Expenses Only	Vendor: Pacer Service Center	546768	1	1	\$7.10	\$7.10	202104	202105	5/25/2021
9244827	Official Committee of Unsec Jointly Asserted Causes of A	4/7/2021	Pacer charges (074)	1	\$6.90	Expenses Only (EXP.EXP) Expenses Only	Vendor: Pacer Service Center	546769	1	1	\$6.90	\$6.90	202104	202105	5/25/2021
9246537	Official Committee of Unsec Sears Bankruptcy (0001)	4/30/2021	E-Discovery Data Hosting Mi	1	\$100.00	Expenses Only (EXP.EXP) Expenses Only	Sears Bankruptcy UCC - Rule	546768	1	1	\$100.00	\$100.00	202104	202105	5/25/2021